

CONVENING NOTICE

In accordance with art. 113 and 117 of Law no. 31/1990 regarding the companies, republished, with the subsequent modifications and completions and of art. 21 of the Articles of Incorporation, the Management Board of UniCredit Bank S.A., a Romanian legal entity organized in the form of a joint stock company, managed in a dualistic system, with its registered office in Bucharest, Bulevardul Expoziției no. 1F, sector 1, Romania, registered in the Banking Register under no. RB-PJR-40-011 / 18.02.1999 and to the Trade Register under no. J40 / 7706/1991, EUID ROONRC J40 / 7706/1991, unique registration code RO 361536, (hereinafter referred to as "the Bank"), hereby convenes the **Ordinary General Meeting of Shareholders for March 6th, 2025**, starting at 09.00 a.m. and the **Extraordinary General Meeting of Shareholders on March 6th, 2025**, starting with 09.30 a.m. at Head Office UniCredit Bank, located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, floor 1, "Bucharest" conference room, with the agenda below:

The Ordinary General Meeting of Shareholders will have the following agenda:

1. Approval of the extension of the mandates of the following members of the Supervisory Board, as follows:
 - 1.1. Approval of the extension of the mandate of **Mr. Pasquale Giamboi** as member of the Supervisory Board until February 25, 2028.
 - 1.2. Approval of the extension of the mandate of **Mr. Faik Huseyin Acikalin** as member of the Supervisory Board until the date of receipt of the prior approval from the National Bank of Romania for a new independent member of the Bank's Supervisory Board, but not later than September 30th, 2025.
2. Approval of the amendment to point 2, paragraph 2, last sentence of the OGMS Resolution from 04.11.2024 regarding the appointment of 6 (six) new members to the Supervisory Board of the Bank, of which 1 (one) independent member, as follows: each of the newly appointed members will begin to exercise their responsibilities starting with the next working day after the date of receipt of the prior approval from the National Bank of Romania, and - if this approval has been received before the date of holding this Ordinary General Meeting of Shareholders - each newly appointed member for whom the approval was received will begin to exercise their responsibilities from the date of the present Ordinary General Meeting of Shareholders.
3. Approval of empowerment of the Executive President of the Bank and any of the First Executive Vice-President/Executive Vice-Presidents of the Bank to sign any documents that will be prepared based on the decision of the Ordinary General Meeting of Shareholders, as well as to fulfil all actions and formalities necessary for registration and/or publicity of Ordinary General Meeting of Shareholders and/or any documents, according to the legal regulations in force. The Executive President of the Bank and, respectively, any of the First Executive Vice-President/Executive Vice-Presidents of the Bank may empower any 2 (two) employees of the Bank to carry out this mandate.

The Extraordinary General Meeting of Shareholders will have the following agenda:

1. Approval of the Senior Non-Preferred (SNP) Floating Rate Note, with the following coordinates:
 - a. **Issuer:** UniCredit Bank S.A.
 - b. **Buyer:** UniCredit SpA
 - c. **Total Maximum Nominal Value:** € 600 000 000
 - d. **Timeline for issuances:** March 6th, 2025 – June 30th, 2026
 - e. **Tranches per issue:** Amount and timing of each tranche to be decided by the Management Board
 - f. **Type:** Callable Senior Non Preferred Floating Rate Note (FRN)
 - g. **Maturity:** 3Y - 7Y * (precise tenor for each tranche to be decided by the Management Board and agreed with the Investor)
 - h. **Call option:** Issuer's option to redeem the Notes in whole 1Y ahead of final maturity
 - i. **Issue price:** 100
 - j. **Nominal value for each note:** EUR 250 000
 - k. **Indicative Coupon:** Euribor 3M + Margin (with floor at 0 for all in rate)
 - l. **Pricing:** The final Margin will be estimated by Global Debt Syndicate Italy, based on prevailing market conditions and in accordance with the Group ITR methodology, finally agreed by each party and thereafter approved by the Management Board.
 - m. **Documentation:** Stand-alone issuance (e.g. Terms & conditions, Acquisition and dealer Agreement, Agency agreement, etc.)
 - n. **Format:** Bearer or registered bond on the international format (ISIN identification number starting with XS), exact format for each tranche to be decided by the Management Board
 - o. **Listing:** Not listed on any exchange at issuance
 - p. **Credit rating:** No credit rating at issuance
 - q. **Governing law:** Italian law (except Status of the Notes under Romanian Law)
 - r. **External contractors:** Legal external advisor, paying agent, dealer / settlement agent

Regarding the notes that will not be subscribed at the end of the subscription period (i.e. June 30th, 2026), the Management Board is empowered to proceed with their cancellation and determine the final nominal value of the issue within the limit of the Total Maximum Nominal Value amount.

2. Approval of Tier 2 (T2) Floating Rate Notes, with the following coordinates:

- a. **Issuer:** UniCredit Bank S.A.
- b. **Buyer:** UniCredit SpA
- c. **Total Maximum Nominal Value:** € 300 000 000
- d. **Timeline for issuances:** March 6th, 2025 – June 30th, 2026
- e. **Tranches per issue:** Amount and timing of each tranche to be decided by the Management Board
- f. **Type:** Callable Subordinated (T2) Floating Rate Note (FRN)
- g. **Maturity:** 10Y
- h. **Call option:** Issuer's option to redeem the Notes in whole at the 5Y anniversary
- i. **Issue price:** 100
- j. **Nominal value for each note:** EUR 250 000
- k. **Indicative Coupon:** Euribor 3M + Margin (with floor at 0 for all in rate)



- l. **Pricing:** The final Margin will be estimated by Global Debt Syndicate Italy, based on prevailing market conditions and in accordance with the Group ITR methodology, finally agreed by each party and thereafter approved by the Management Board.
- m. **Documentation:** Stand-alone issuance (e.g. Terms & conditions, Acquisition and dealer Agreement, Agreement, etc.)
- n. **Format:** Bearer or registered bond on the international format (ISIN identification number starting with XS), exact format for each tranche to be decided by the Management Board
- o. **Listing:** Not listed on any exchange at issuance
- p. **Credit rating:** No credit rating at issuance
- q. **Governing law:** Italian law (except Status of the Notes under Romanian Law)
- r. **External contractors:** Legal external advisor, paying agent, dealer / settlement agent

Regarding the notes that will not be subscribed at the end of the subscription period (i.e. June 30th, 2026), the Management Board is empowered to proceed with their cancellation and determine the final nominal value of the issue within the limit of the Total Maximum Nominal Value amount.

- 3. Maintaining the validity of the availability of the Issuance Program in the amount of 300,000,000 EURO approved by the Extraordinary General Meeting of Shareholders on October 27th, 2023, i.e. until June 30th, 2025.
- 4. Approval of Senior Preferred Unsecured Bonds, with the following coordinates:
 - a. **Issuer:** UniCredit Bank SA
 - b. **Settlement system:** The bonds that will be offered on the domestic market will be settled through the Romanian Central Depository. The Bonds to be offered in the international market will be settled through Euroclear and/or Clearstream, Luxembourg and/or any other clearing system as may be specified in the relevant Terms and Conditions/Final Terms, as the case may be
 - c. **Listing, trading:** Notes that will be offered on the domestic market will be admitted to trading on the regulated market of the Bucharest Stock Exchange, subject to the relevant approvals and within the term defined in the Prospectus/Final Terms of the respective issue, as the case may be. The notes to be offered on the international market will be listed and admitted to trading on a regulated/unregulated market such as the Luxembourg Stock Exchange or an equivalent international regulated/unregulated market, subject to relevant approvals. Notes admitted to trading on an international market may also be admitted to trading on the Bucharest Stock Exchange, depending on the investors' requirements
 - d. **Total Maximum Nominal Value:** Euro 400,000,000, in one or more tranches or issues, based on market appetite
 - e. **Issuing type:** EMTN program (Medium-term bond issuance program) and/or several stand-alone issues (depending on market conditions and issuance costs)
 - f. **Forms of Notes:** Senior, unsecured, bearer or dematerialized (depending on applicable law) bonds offered through public offering or private placement (depending on market conditions)
 - g. **Currencies:** Notes to be denominated in RON, EUR, USD, in accordance with market conditions and the chosen settlement system
 - h. **Status of Notes:** Notes will be issued on an unsubordinated basis, as it will be specified in the relevant Terms & Conditions / Final Terms

- i. **Issue price:** The notes can be issued at any price and at any individual nominal value; the price and value of the Notes to be issued under the Plan will be determined at the time of issuance, in accordance with market conditions
 - j. **Maturity:** Up to a maximum of 10 years
 - k. **Coupon frequency:** Annual or semi-annual for fixed interest, according to the repricing frequency for variable interest
 - l. **Interest:** The Notes will bear interest. Interest may accrue at a fixed rate or a floating rate and will be determined following an investor interest survey exercise or based on market conditions / investor indications
 - m. **Governing law:** Notes admitted to trading on the domestic market will be governed by Romanian Law, and notes listed and admitted to trading on an international stock exchange will be governed by English law
 - n. **Investors' type:** Supranational institutions, other international and/or local institutional investors and/or retail investors
 - o. **Timing of Execution:** The program is expected to be launched in the 3rd quarter of 2025 at the earliest, with the actual execution schedule subject to prevailing market conditions in the period ending December 31st, 2026.
 - p. **Rating:** As a principle, the rating of the issuer is applied (the opportunity to obtain a rating of the Bonds is to be analyzed at that time)
5. Approving the authorization of the Bank's Management Board to, in addition to any other authorizations contained in this convening, regarding the maintenance of the validity of the existing issuing program and the new plan approved in points 3 and 4 on the agenda above, in compliance with the parameters set in the decision of the Extraordinary General Meeting of Shareholders (i) to decide the opportune moment for issuing the notes, the investment firms (dealers) that will mediate the offer / offers, the type of issue (within an EMTN Program or stand-alone issues), the type of offer, the total value of the issue / issues, denomination and currency, maturity, interest rate and issue price of the notes, the market on which the notes will be admitted to trading; and (ii) to make any decisions, enter into any acts and take any measures necessary or useful to implement the resolution of the shareholders.
6. Approval of the empowerment of the Bank's Management Board to, in addition to any other powers contained in this decision, regarding the issuance of each of the notes approved in items 1 and 2 of the above agenda, in compliance with the parameters set in the decision of the Extraordinary General Meeting of Shareholders (i) to ascertain and approve all the final conditions under which the notes will be issued, including the determination of the number of notes subscribed, the determination of the value of the interest, the determination of the final maturity date, etc. and (ii) negotiate and approve, as appropriate, any other documents and / or contracts necessary to give effect to the above decisions, including but not limited to terms and conditions of the issuances, the agency contracts, the subscription contracts.
7. Empowerment of the Executive President, of First Executive Vice-President of the Bank and of any of the Executive Vice-Presidents of the Bank to sign any documents that will be prepared based on the decision of the Extraordinary General Meeting of Shareholders, as well as to fulfil all actions and formalities necessary for registration and/or publicity of Extraordinary General Meeting of Shareholders and/or any documents, according to the legal regulations in force. The Executive President, the First Executive Vice-President of the Bank and, respectively, any of the Executive Vice-Presidents of the Bank may empower any 2 (two) employees of the Bank to carry out this mandate.

The shareholders entitled to participate and vote at Ordinary and the Extraordinary General Meeting of the Shareholders, are those registered in the Register of Shareholders of the Bank on **February 17th, 2025**, which represents the reference date. This reference date will also remain valid if the general meeting is convened again, as mentioned below, due to the non-meeting of the quorum for the first convocation.

In accordance with Art. 117 para. 6 of Law no. 31/1990 regarding the companies, republished, with the subsequent modifications and completions, and with the provisions of art. 67⁹⁹ and art. 67¹⁰² of the NBR Regulation no. 5/2013, with subsequent amendments and completions, the list containing information on the name, place of residence, professional qualification, suitability requirements of the management body and the results of the assessment of the suitability of the persons whose mandates as members of the Supervisory Board are proposed for extension will be at the disposal of the Bank's shareholders, starting with the date of publication of Calling notice/immediately after performance of the suitability re-assessment at the Bank's headquarters in Bucharest, no. 1F Expozitiei Blvd., District 1, during business hours, between 9:30 - 17:00 and on the Bank's website, in the Shareholding section.

In accordance with the provisions of art. 117 index 2 of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the convocation and informative materials regarding the items on the agenda of the Extraordinary and Ordinary General Meeting will be published on the Bank's website.

Shareholders who are unable to attend in person at the Ordinary and Extraordinary General Meeting of the Shareholders, natural persons and the representatives of the Shareholders who are legal entities shall bear their identity documents in order to be used for their identification. Models of special power of attorney and representation mandate can be picked up from the head office reception of the Bank located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, starting with the date of convening the general assemblies. In accordance with Art. 125 para. 3 of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the proxies will be deposited in original at the Bank's headquarters mentioned above, 48 hours before the date of the General Meeting of the Shareholders, under penalty of loss of voting rights in that meeting.

If on the date and time mentioned above for the first convening of the Ordinary and Extraordinary General Meeting of the Shareholders, the quorum provided by Law no. 31/1990 on companies, republished, with subsequent amendments and completions, as well as the one provided by the Articles of Association of the Bank is not met, the Ordinary and Extraordinary General Meeting of Shareholders are convened for **March 7th, 2025** at Head Office UniCredit Bank, located in Bucharest, Bulevardul Expoziției no. 1F, sector 1, floor 1, "Bucharest" conference room, starting with 10.00, respectively starting with 10.30, both meetings having the same agenda and the same rules of participation.

Executive President
Mihaela Lupu



